

RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION

September 2, 2004

PUBLIC SESSION

A meeting of the Board of Directors of the Rhode Island Industrial Facilities Corporation ("RIIFC") was held in public session at the offices of RIIFC, One West Exchange Street, 5th Floor, Providence, Rhode Island, on Thursday, September 26, 2004 beginning at approximately 9:00 a.m., pursuant to a notice and agenda duly posted and sent to all members.

Members present throughout the meeting were Mr. Edward Rendine, Mr. Phillip Rivers, and Mr. Raymond Fogarty. Mr. George Mason and Mr. William Parsons were absent from the meeting. Also present and participating were Mr. Earl Queenan, Jr., Treasurer of RIIFC, Ms. Philomena Teixeira, Loan Servicing Specialist for RIIFC and Ellen Corneau, Esquire, bond counsel to RIIFC along with Laurie Enslow, Legal Assistant for bond counsel. Mr. Rendine presided and called the meeting to order.

CONSIDERATION OF AN AUTHORIZING RESOLUTION FOR THE BENEFIT OF CHESTNUT HILL AVIATION INC., JET SET EXPRESS, INC. AND AEROSERV EXPRESS, INC.

The first item to come before the Board in Public Session was consideration of an Authorizing Resolution for the benefit of Chestnut Hill Aviation Inc., Jet Set Express, Inc. And Aeroserv Express, Inc. ("Chestnut Hill").

Ms. Teixeira began by stating that this project is for a hanger at North Central Airport. Ms. Teixeira further stated that the project is 60% complete and that Chestnut Hill is ready to close. Mr. Rendine stated that there were issues regarding the negotiation of the documentation the last time Chestnut Hill was brought up for discussion and questioned whether or not those issues have been addressed. Ms. Teixeira responded that IRBA requires that the project be bonded because it is only

60% complete, which was the issue that RIIFC was dealing with previously. Ms. Teixeira continued, Chestnut Hill will be requesting that the bond requirement be waived by IRBA at IRBA's meeting this morning. Ms. Teixeira stated that Chestnut Hill has switched the Guarantors and the applicants for the transaction. Ms. Teixeira further stated that Chestnut Hill Aviation owns two aircraft that Jet Set will charter out. Chestnut Hill will be guarantor and Jet Set and Aeroserv will be applicants. RIIFC will require audited financial statements per IRBA's requirement for both Jet Set and Aeroserv. Chestnut Hill will be the Guarantor and IRBA would like the guarantor to have compiled financial information versus audited financial information.

Mr. Rendine asked Ms. Teixeira if Chestnut Hill Aviation Inc., Jet Set Express Inc. and Aeroserv Express, Inc. were all commonly owned. Ms. Teixeira stated that Mr. Carp is 100% owner of Chestnut Hill Aviation Inc., Jet Set Express Inc. and Aeroserv Express as well as Galaxy Internet service which is also a guarantor for this transaction.

Mr. Rendine asked Ms. Teixeira if the issues with respect to the documentation have been resolved. Ms. Teixeira responded that all issues have been resolved except the bond issue which will be considered by IRBA this morning. Ms. Teixeira further stated that RIIFC did receive approval from IRBA subject to the bonding as part of the resolution, but Mr. Carp's concern is that IRBA is only insuring once the project is completed but the project is only at 60% completion, therefore could RIIFC waive the bonding of the project because at this point in time it will be difficult to bond the project.

Mr. Rendine stated that whatever RIIFC decides, it will be subject to IRBA's approval. Ms. Teixeira confirmed that RIIFC's decision will be subject to IRBA's approval.

Mr. Fogarty made a motion to approve the Authorizing Resolution for the benefit of Chestnut Hill Aviation Inc., Jet Set Express, Inc. and Aeroserv Express, Inc. Subject to approval by IRBA. Mr. Rivers seconded the motion, which passed unanimously as follows: Mr. Edward Rendine - yes; Mr. Philip Rivers - yes; and Mr. Raymond Fogarty - yes.

CONSIDERATION OF AN AUTHORIZING RESOLUTION FOR THE BENEFIT OF HENRY BIRKS & SONS US, INC.

The second item to come before the Board in Public Session was consideration of an Authorizing Resolution for the benefit of Henry Birks & Sons US, Inc. ("Birks").

Ms. Corneau began by stating that RIIFC has already passed an Authorizing Resolution for Birks however, IRBA approved a change to the Guarantor. Ms. Teixeira stated that the original Guarantor for the Birks transaction was the operating entity in Canada. However, because of issues between the Canadian government and European partners and the banks only the holding company can guaranty the transaction. Ms. Teixeira continued that IRBA has now requested that the operating entity guarantee the transaction by request of the shareholders.

Ms. Corneau stated that Henry Birks & Sons, Inc. will now guarantee the transaction. Mr. Rendine asked if IRBA has approved this change. Ms. Corneau stated that there is no more IRBA action necessary.

Mr. Rivers made a motion to approve the Authorizing resolution for the benefit of Henry Birks & Sons US, Inc. Mr. Fogarty seconded the motion, which passed unanimously as follows: Mr. Edward Rendine - yes; Mr. Philip Rivers - yes; and Mr. Raymond Fogarty - yes.

ADDITIONAL BUSINESS

Mr. Queenan requested that Ms. Corneau give a brief update on closings for RIIFC deals. Ms. Corneau stated that Birks was going to close on the 15th or 16th of September.

Ms. Corneau stated that she has received a response from Carpianto and the bank's counsel, Gail McCann, regarding Chapel Associates. Ms Corneau further stated that Ms. McCann indicated that she has authority from the bank to review the closing documents that have circulated. Ms. Corneau continued that it was very possible that this deal is moving forward.

Ms. Corneau stated that after some effort, Jefferson Hospitality has contacted Ms. Corneau and they will be ready to close their bond soon.

Ms. Corneau stated Soluol will be closed by the end of the year.

EXECUTIVE SESSION

(There was no executive session)

ADJOURNMENT

Mr. Fogarty made a motion to adjourn the meeting. Mr. Rivers seconded the motion, which was passed unanimously as follows: Mr. Edward Rendine- yes; Mr. Raymond Fogarty- yes; and Mr. Phillip Rivers - yes.

Respectfully submitted,

Anthony Scolavino, Secretary

SECRETARY'S CERTIFICATE

I, Anthony Scolavino, Secretary of the Rhode Island Industrial Facilities Corporation, hereby certify that attached hereto is a true and accurate copy of the minutes of the meeting of the Board of Directors of the Rhode Island Industrial Facilities Corporation held on September 2, 2004. These minutes were approved by the Board of Directors at a meeting held on September 23, 2004.

Anthony Scolavino, Secretary